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NOTICE OF CONVERSION AND CERTIFICATE OF LIMITED PARTNERSHIP OF SARASOTA 100 LIMITED PARTNERSHIP

The undersigned, in order to cause and evidence the conversion of that certain general partnership known as Sarasota 100 Partnership, a Florida general partnership, into a Florida limited partnership (the "Partnership"), in accordance with Sections 620.105, 620.108, 620.114 and 620.8902, Florida Statutes (1995), certifies the following:

- The name of the Partnership is Sarasota 100 Limited Partnership, a Florida limited 1. partnership.
- The Partnership was converted to a limited partnership from a general partnership by unanimous consent of all of the partners representing all of the partnership interests outstanding 2. dated as of October 24, 2000, as required pursuant to § 620.8902(2), Florida Statutes (1995).
 - The former name of the Partnership was Sarasota 100 Partnership. 3.
- The street address and mailing address of the principal place of business of the Partnership in the state of Florida is 100 Wallace Avenue, Suite 300, Sarasota, Florida 34237.
- The name and address of the initial registered agent of the Partnership in the State of Florida shall be Sarasota 100 Inc., 100 Wallace Avenue, Suite 300, Sarasota, Florida 34237.
- The name and address of the general partner of the Partnership is as follows: 6.

Address <u>Name</u>

Sarasota 100 Inc.

100 Wallace Avenue, Suite 300 Sarasota, Florida 34237.

200000099209 The term for which the Partnership is to exist as a limited partnership shall commence on the date this Notice of Conversion and Certificate of Limited Partnership is filed with the Florida Department of State and shall continue until December 31, 2050 unless sooner dissolved in accordance with the Agreement of Limited Partnership of Sarasota 100 Limited Partnership, or by an act or event specified by law as one effecting dissolution.

IN WITNESS WHEREOF, the undersigned has executed this Notice of Conversion and Certificate of Limited Partnership this 24th day of October, 2000.

> SARASOTA 100 INC., a Florida corporation, General Partner

> > ANLEY WILLIAM MOORE

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA COUNTY OF SARASOTA

Stanley William Moore, as President of Sarasota 100 Inc., a Florida corporation, being duly sworn, says that Sarasota 100 Inc. is the general partner of Sarasota 100 Limited Partnership, a Florida limited partnership (the "Partnership), and that the sum of Eighty—Eeight Thousard Three Hundred U.S. Dollars (\$ 88, 300.00) shall be contributed to the Partnership by the limited partners of said Partnership.

No additional limited partner contributions are presently anticipated.

SARASOTA 100 INC., a Florida Corporation, General Partner S

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STANLEY WILLIAM MOORE

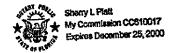
Its President

STATE OF FLORIDA COUNTY OF <u>SARASOTA</u>

The foregoing instrument was acknowledged before me this 24th day of October, 2000, by Stanley William Moore, as President of Sarasota 100 Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced ______ as identification and did not take an oath.

Notary Public, State of Florida Print: Shery L. Platt

My Commission Expires: 12/25/2000 Commission No.: CCGGOT



SARASOTA 100 INC. 100 Wallace Avenue, Suite 310 Sarasota, Florida 34237

October 24, 2000

Florida Department of State Partnership Filings 409 East Gaines Street P.O. Box 6327 Tallahassee, FL 32314

To Whom It May Concern:

The undersigned President of Sarasota 100 Inc., a Florida corporation, on behalf of the corporation, hereby consents to the Florida Department of State's acceptance and filing of the Notice of Conversion and Certificate of Limited Partnership of Sarasota 100 Limited Partnership, and otherwise consents to the use and assumption of the name Sarasota 100 Limited Partnership by said limited partnership.

SARASOTA 100 INC., a Florida Corporation

STANLEY WILLIAM MOORE

Its President